

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 8, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23204-XXXX FILED  
NOV 08 '02 2:48 PM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of October 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 22) which is being filed with the Board under Recordation Number 23204-YYYY.

The names and addresses of the parties to the enclosed document are:

Seller: Norfolk Southern Railway  
Company  
3 Commercial Place  
Norfolk, VA 23510

[Buyer: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202]

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5553 and NS 5554

Mr. Vernon A. Williams  
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Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anr  
Enclosures

Bill Of Sale  
From  
Norfolk Southern Railway Company

(Locomotive(s): NS 5553 & 5554)

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (herein called the "Seller"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, grant transfer and deliver unto ALLFIRST BANK, a Maryland state-chartered commercial bank, (herein called the "Buyer"), its successors and assigns, all right, title and interest of Seller in and to the personal property listed and described below, and if any additional page is annexed hereto as Schedule 1, listed and described in said Schedule 1:

Two (2) Locomotives described in Schedule 1 hereto, together with all parts and accessories attached thereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD forever.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that, SELLER warrants to BUYER, its successors and assigns that SELLER is the lawful owner of the Equipment and has full legal title to the Equipment free of all liens, claims, encumbrances, mortgages, pledges, security interests, leases, dispositions of title or other charges or claims of right of others of any kind (in each case, a "Lien") other than Liens arising by or through Buyer, and covenants and agrees that SELLER will defend such title to the Equipment against the demands of all persons whomsoever.

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RECORDATION NO. 23204-XXXX FILED

NOV 08 '02

2-48 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 31<sup>st</sup> day of Oct., 2002.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig  
William J. Romig  
TITLE: Vice President and Treasurer

STATE OF Virginia  
City )  
COUNTY OF Norfolk ) ss:

The foregoing Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Norfolk on the 30<sup>th</sup> day of October, 2002 by William J. Romig, as VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Gorky  
Notary Public

My commission expires: 3-31-06

[Notarial Seal]

Schedule 1

<b>Manufacturer</b>	<b>Model</b>	<b>Type</b>	<b>Pre- Redurbishment Road No.</b>	<b>Serial No.</b>	<b>Post- Refurbishment Road No.</b>
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2770	7240-18	NS 5553
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2804	7240-52	NS 5554